

# EXHIBIT M

**IN THE SUPERIOR COURT OF THE STATE OF DELAWARE**

KT4 PARTNERS LLC, and SANDRA	)	
MARTIN CLARK, as trustee for	)	
MARC ABRAMOWITZ	)	
IRREVOCABLE TRUST NUMBER 7,	)	
	)	
Plaintiffs,	)	
	)	C.A. No. N17C-12-212-EMD CCLD
v.	)	
	)	
PALANTIR TECHNOLOGIES INC.,	)	
and DISRUPTIVE TECHNOLOGY	)	
ADVISERS LLC,	)	
	)	
Defendants.	)	

**DEFENDANT PALANTIR TECHNOLOGIES INC.'S BRIEF IN SUPPORT  
OF ITS MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM**

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Dated: February 16, 2018

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## **PRELIMINARY STATEMENT**

Plaintiffs, stockholders in Defendant Palantir Technologies Inc. (“Palantir” or the “Company”), claim in this action that Palantir tortiously interfered with prospective economic advantage by allegedly scuttling a potential transaction in late 2015 between them and a third-party Chinese entity, CDH, through which Plaintiffs would have sold their entire stake in the Company. Notably, while Plaintiffs claim that they had finalized their negotiations with CDH, they do not assert tortious interference with a completed contract. Nor do they allege that Palantir actually usurped this alleged stock sale opportunity to complete a transaction itself with CDH or that CDH actually purchased shares of Palantir directly from the Company or from anyone else. And they do not allege why Palantir would have wanted to interfere with the sale of stock by Plaintiffs or that Palantir was not independently aware of the existence of CDH as a potential purchaser of Palantir stock.

In their complaint (the “Complaint”), Plaintiffs also fail to mention that this is but the latest salvo in litigation between Palantir and Marc Abramowitz, the principal of Plaintiff KT4 Partners LLC (“KT4”) and the individual who set up the trust on whose behalf Plaintiff Sandra Martin Clark now sues. In fact, in late 2016, Palantir brought suit in California state court against Abramowitz and KT4 for

misappropriation of trade secrets (the “California Action”).<sup>1</sup> In that action, Palantir alleges that Abramowitz—a professional investor—misappropriated confidential Palantir secrets that he then used to obtain patents in his own name. (See Palantir Compl. ¶¶ 26-39.) Abramowitz’s tortious interference allegations also formed the centerpiece of a complaint that KT4 brought in March 2017 in the Delaware Court of Chancery seeking to inspect Palantir’s books and records (the “Section 220 Action”).<sup>2</sup> That litigation was tried for one day before Vice Chancellor Slights in June of last year, and the parties await a decision.

While KT4 argued in support of the Section 220 Action that it was entitled to the inspection of Palantir’s records to support a potential tortious interference claim, it has proceeded with this litigation without having received any relevant documents or inspection of Palantir—apparently because it feared failing to do so now would bar its claim under the applicable statute of limitations. However, regardless of the ultimate outcome of any of those other litigations, this Complaint fails to state a claim. Because the Complaint includes only conclusory allegations

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<sup>1</sup> See Compl., *Palantir Techs. Inc. v. Abramowitz*, No. 2016-CV-299476 (Cal. Super. Ct. Sept. 1, 2016) (“Palantir Compl.”) (Ex. A). The Court may take judicial notice of filings in ongoing litigation involving related parties. See, e.g., *Lima Delta Co. v. Global Aerospace, Inc.*, 2017 WL 4461423, at \*4 & n.31 (Del. Super. Ct. Oct. 5, 2017) (taking judicial notice in deciding motion to dismiss of documents filed in related actions and collecting cases).

<sup>2</sup> See Compl. ¶¶ 24-42, *KT4 Partners LLC v. Palantir Techs. Inc.*, C.A. No. 2017-0177-JRS (Del. Ch. Mar. 8, 2017) (Ex. B).

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